

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

ROYAL SLEEP PRODUCTS, INC.,
a Florida Corporation,

Plaintiff,

V.

CIVIL ACTION NO. 1:07-CV-06588

RESTONIC CORPORATION,
an Illinois Corporation,
RESTONIC MATTRESS CORPORATION,
an Illinois Corporation,
SLEEP ALLIANCE, LLC,
a Delaware Limited Liability Company,
ROYAL BEDDING COMPANY OF
BUFFALO,
a New York Corporation,
JACKSON MATTRESS CO. LLC,
a North Carolina Limited Liability Company,
CONTINENTAL SILVERLINE
PRODUCTS L.P.,
a Texas Limited Partnership,
STEVENS MATTRESS
MANUFACTURING CO.,
a North Dakota Corporation,
TOM COMER, JR., an individual,
DREW ROBINS, an individual, and
RICHARD STEVENS, an individual,

Defendants.

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AFFIDAVIT OF SLEEP ALLIANCE

I, Thomas J. Comer, Jr., the authorized representative of Sleep Alliance, being of sound mind and legal age, if called to testify, will state as follows:

1. My name is Thomas J. Comer, Jr., and I am a resident and citizen of the State of New York.

2. I am the CEO of Sleep Alliance.

3. Sleep Alliance's business address and headquarters is located at 19 Doat Street, Buffalo, New York 14211 and Sleep Alliance has never maintained an office or place of business in the State of Illinois.

4. Sleep Alliance does not, and has never sold any products or conducted any of its business in the State of Illinois.

5. Sleep Alliance does not, and has never done any advertising in the State of Illinois.

6. Sleep Alliance does not, and has never owned any real estate or other property in the State of Illinois.

7. Sleep Alliance does not, and has never owned any bank accounts in the State of Illinois.

8. Sleep Alliance is not, and has never been liable for any State of Illinois income taxes.

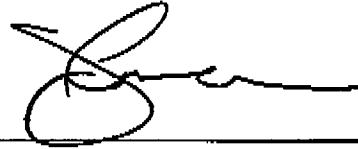
9. Sleep Alliance, through its representatives, has never visited the State of Illinois for the purpose of selling any products or mattresses in the State of Illinois.

10. Sleep Alliance has never made or performed a contract or promise in the State of Illinois for the sale of mattresses in Illinois.

11. Sleep Alliance has not performed any acts, tortious or otherwise, in the State of Illinois.

12. Sleep Alliance is not licensed or registered to conduct business in the State of Illinois nor do they have a registered agent in the State of Illinois.


13. Attached is a true and accurate copy of the certificate of formation of Sleep Alliance.



THOMAS J. COMER, JR., authorized
representative of Sleep Alliance, LLC

Subscribed and Sworn to before me this

19TH day of MARCH, 2008.


Notary Public

ARLENE WISNIEWSKI
No. 01W14787333
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 12/31/2009

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SLEEP ALLIANCE, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JULY, A.D. 2006, AT 7:32 O'CLOCK P.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4892607

DATE: 07-12-06

CERTIFICATE OF FORMATION

OF

SLEEP ALLIANCE, LLC

1. The name of the limited liability company is Sleep Alliance, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The Company is to be managed by one or more managers. The number of initial managers, who shall serve as managers until the first annual meetings of the Company or until their successors are duly elected, shall be three (3). The names and addresses of the initial managers shall be as follows:

John A. Robins 710 North Drennan
Houston, TX 77003

Richard Stevens 2011 Gateway Drive
Grand Forks, ND 58203

Thomas J. Comer, Jr. 19 Doat Street
Buffalo, NY 14211-1612

The number and qualifications of the manager will be fixed and determined in the manner provided in the Limited Liability Company Agreement of the Company. The number of managers may be increased or decreased from time to time in the manner set forth in the Limited Liability Company Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Sleep Alliance, LLC this 11th day of July, 2006.



Charles D. Powell, Esq., Organizer